

Company, LLC, Atlanta, Georgia, and thereby indirectly retain Williams Partners, L.P., Atlanta, Georgia; FNB Newton Bancshares, Inc., Covington, Georgia; and First Newton Bank, Covington, Georgia.

2. *The 1997 Williams Family Trust*, Covington, Georgia; to retain voting shares of Williams Partners L.P., Atlanta, Georgia, and FNB Newton Bancshares, Inc., Covington, Georgia, and thereby indirectly retain First Newton Bank, Covington, Georgia.

B. Federal Reserve Bank of Minneapolis (Karen L. Grandstrand, Vice President) 250 Marquette Avenue, Minneapolis, Minnesota 55480-2171:

1. *Jon Allan Saxen*, Welcome, Minnesota; to acquire additional voting shares of Welcome Bancshares, Inc., Welcome, Minnesota, and thereby indirectly acquire Welcome State Bank, Welcome, Minnesota.

Board of Governors of the Federal Reserve System, October 30, 1997.

Jennifer J. Johnson,

Deputy Secretary of the Board.

[FR Doc. 97-29146 Filed 11-3-97; 8:45 am]

BILLING CODE 6210-01-F

FEDERAL RESERVE SYSTEM

Formations of, Acquisitions by, and Mergers of Bank Holding Companies

The companies listed in this notice have applied to the Board for approval, pursuant to the Bank Holding Company Act of 1956 (12 U.S.C. 1841 *et seq.*) (BHC Act), Regulation Y (12 CFR Part 225), and all other applicable statutes and regulations to become a bank

holding company and/or to acquire the assets or the ownership of, control of, or the power to vote shares of a bank or bank holding company and all of the banks and nonbanking companies owned by the bank holding company, including the companies listed below.

The applications listed below, as well as other related filings required by the Board, are available for immediate inspection at the Federal Reserve Bank indicated. The application also will be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing on the standards enumerated in the BHC Act (12 U.S.C. 1842(c)). If the proposal also involves the acquisition of a nonbanking company, the review also includes whether the acquisition of the nonbanking company complies with the standards in section 4 of the BHC Act. Unless otherwise noted, nonbanking activities will be conducted throughout the United States.

Unless otherwise noted, comments regarding each of these applications must be received at the Reserve Bank indicated or the offices of the Board of Governors not later than November 28, 1997.

A. Federal Reserve Bank of Atlanta (Lois Berthaume, Vice President) 104 Marietta Street, N.W., Atlanta, Georgia 30303-2713:

1. *Horizon Bank of Florida Employee Stock Ownership Plan*, Pensacola, Florida; to become a bank holding company by acquiring 29.98 percent of the voting shares of Horizon Bancshares, Inc., Pensacola, Florida, and thereby indirectly acquire Horizon Bank of Florida, Pensacola, Florida.

B. Federal Reserve Bank of Chicago (Philip Jackson, Applications Officer) 230 South LaSalle Street, Chicago, Illinois 60690-1413:

1. *Bank of Montreal*, Montreal, Ontario, Canada; Bankmont Financial Corp., New York, New York; and Harris Bankcorp, Inc., Chicago, Illinois; to acquire 100 percent of the voting shares of Harris Trust Company of Florida, West Palm Beach, Florida.

2. *Wintrust Financial Corporation*, Lake Forest, Illinois; to become a bank holding company by acquiring 100 percent of the voting shares of Crystal Lake Bank & Trust Company, National Association, Crystal Lake, Illinois.

C. Federal Reserve Bank of St. Louis (Randall C. Sumner, Vice President) 411 Locust Street, St. Louis, Missouri 63102-2034:

1. *Tennessee Central Bancshares, Inc.*, Adamsville, Tennessee; to acquire 9.92 percent of the voting shares of Premier Bank of Brentwood, a *de novo bank*, Brentwood, Tennessee.

D. Federal Reserve Bank of Kansas City (D. Michael Manies, Assistant Vice President) 925 Grand Avenue, Kansas City, Missouri 64198-0001:

1. *Commercial Guaranty Bancshares, Inc.*, and *Commercial Guaranty Bancshares Acquisition Corp.*, both of Overland Park, Kansas; to acquire 100 percent of the voting shares of Humboldt Bancshares, Inc., Humboldt, Kansas, and thereby indirectly acquire Humboldt Bank, Humboldt, Kansas.

In connection with this application, Commercial Guaranty Bancshares Acquisition Corporation also has applied to become a bank holding company.

2. *Republic Bancshares, Inc.*, Natoma, Kansas; to become a bank holding company by acquiring 99.6 percent of the voting shares of United National Bank of Natoma, Natoma, Kansas.

Board of Governors of the Federal Reserve System, October 29, 1997.

Jennifer J. Johnson,

Deputy Secretary of the Board.

[FR Doc. 97-29083 Filed 11-3-97; 8:45 am]

BILLING CODE 6210-01-F

FEDERAL RESERVE SYSTEM

Formations of, Acquisitions by, and Mergers of Bank Holding Companies

The companies listed in this notice have applied to the Board for approval, pursuant to the Bank Holding Company Act of 1956 (12 U.S.C. 1841 *et seq.*) (BHC Act), Regulation Y (12 CFR Part 225), and all other applicable statutes and regulations to become a bank holding company and/or to acquire the assets or the ownership of, control of, or the power to vote shares of a bank or bank holding company and all of the banks and nonbanking companies owned by the bank holding company, including the companies listed below.

The applications listed below, as well as other related filings required by the Board, are available for immediate inspection at the Federal Reserve Bank indicated. The application also will be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing on the standards enumerated in the BHC Act (12 U.S.C. 1842(c)). If the proposal also involves the acquisition of a nonbanking company, the review also includes whether the acquisition of the nonbanking company complies with the standards in section 4 of the BHC Act. Unless otherwise noted, nonbanking activities will be conducted throughout the United States.

Unless otherwise noted, comments regarding each of these applications must be received at the Reserve Bank indicated or the offices of the Board of Governors not later than November 28, 1997.

A. Federal Reserve Bank of Atlanta (Lois Berthaume, Vice President) 104 Marietta Street, N.W., Atlanta, Georgia 30303-2713:

1. *Williams Partners, L.P.*, Atlanta, Georgia; to become a bank holding company by acquiring 79.27 percent of the voting shares of FNB Newton Bancshares, Inc., Covington, Georgia, and thereby indirectly acquire First Newton Bank, Covington, Georgia.

B. Federal Reserve Bank of St. Louis (Randall C. Sumner, Vice President) 411 Locust Street, St. Louis, Missouri 63102-2034:

1. *BOR Bancshares, Inc.*, Rogers, Arkansas; to become a bank holding company by acquiring 100 percent of

the voting shares of Bank of Rogers, Rogers, Arkansas.

Board of Governors of the Federal Reserve System, October 30, 1997.

Jennifer J. Johnson,

Deputy Secretary of the Board.

[FR Doc. 97-29147 Filed 11-3-97; 8:45 am]

BILLING CODE 6210-01-F

FEDERAL RETIREMENT THRIFT INVESTMENT BOARD

Privacy Act of 1974; Systems of Records

AGENCY: Federal Retirement Thrift Investment Board.

ACTION: Technical amendment.

SUMMARY: The Executive Director of the Federal Retirement Thrift Investment Board (Board) is amending the Board's Privacy Act systems of records to show a change of address for Board offices. The Board relocated from 805 Fifteenth Street, NW., Washington, DC 20005 to its current address at 1250 H Street, NW., Washington, DC 20005 effective December 20, 1992. The address change was made to Board regulations in a November 7, 1994, publication of the **Federal Register** (59 FR 55331).

EFFECTIVE DATE: November 4, 1997.

FOR FURTHER INFORMATION CONTACT: Thomas L. Gray, Assistant General Counsel for Administration, (202) 942-1662. FAX (202) 942-1676.

SUPPLEMENTARY INFORMATION: Under the authority of 5 U.S.C. 8474 (1994), the Board hereby amends Systems of Records FRTIB-2, 3, 4, 6, 7, 8, 9, 10, and 11. The systems notice was originally published in the **Federal Register** at 52 FR 12065, April 14, 1987, and finalized at 55 FR 18949, May 7, 1990. The amendment to the systems of records to change the Board's address is set forth below.

SYSTEMS OF RECORDS FRTIB-2, 3, 4, 6, 7, 8, 9, 10, AND 11 [AMENDED]:

Remove the address "805 Fifteenth Street" and add in its place the address "1250 H Street" in the System Location and System Manager and Address sections for each of these systems of records.

Dated: October 29, 1997.

Roger W. Mehle,

Executive Director.

[FR Doc. 97-29099 Filed 11-3-97; 8:45 am]

BILLING CODE 6760-01-M

FEDERAL TRADE COMMISSION

[File No. 9723128]

Beylen Telecom, Ltd., Niteline Media, Inc., and Ron Tan; Analysis To Aid Public Comment and Agreement Containing Consent Order

AGENCY: Federal Trade Commission.

ACTION: Proposed consent agreement.

SUMMARY: The consent agreement in this matter settles alleged violations of federal law prohibiting unfair or deceptive acts or practices or unfair methods of competition. The attached Analysis to Aid Public Comment describes both the allegations in the draft complaint that accompanies the consent agreement and the terms of the consent order—embodied in the consent agreement (which is also attached)—that would settle these allegations.

DATES: Comments must be received on or before January 5, 1998.

ADDRESSES: Comments should be directed to: FTC/Office of the Secretary, Room 159, 6th St. and Pa. Ave., NW., Washington, DC 20580.

FOR FURTHER INFORMATION CONTACT: Eileen Harrington, Federal Trade Commission, H-238, 6th St. and Pennsylvania Ave., NW., Washington, DC 20580. (202) 326-3127. Paul Luehr, Federal Trade Commission, H-238, 6th St. and Pennsylvania Ave., NW., Washington, DC 20580. (202) 326-2236.

SUPPLEMENTARY INFORMATION: Pursuant to section 6(f) of the Federal Trade Commission Act, 38 Stat. 721, 15 U.S.C. 46, and section 2.34 of the Commission's Rules of Practice (16 CFR 2.34), notice is hereby given that the above-captioned consent agreement containing a consent order to cease and desist, having been filed with and accepted, subject to final approval, by the Commission, has been placed on the public record for a period of sixty (60) days. The following Analysis to Aid Public Comment describes the terms of the consent agreement (which is also attached) and the allegations in the accompanying complaint. An electronic copy of the full text of the consent agreement package can be obtained from the Commission Actions section of the FTC Home Page, on the World Wide Web, at "http://www.ftc.gov/os/actions97.htm." A paper copy can be obtained from the FTC Public Reference Room, Room H-130, Sixth Street and Pennsylvania Ave., NW., Washington, DC 20580 either in person or by calling (202) 326-3627.

Public comment is invited. Such comments or views will be considered by the Commission and will be available

for inspection and copying at its principal office in accordance with section 4.9(b)(6)(ii) of the Commission's Rules of Practice (16 CFR 4.9(b)(6)(ii)).

Analysis of Proposed Consent Order To Aid Public Comment

The Federal Trade Commission has accepted, subject to final approval, an agreement containing a consent order from Beylen Telecom, Inc. ("Beylen"), NiteLine Media, Inc. ("NiteLine"), and Ron Tan ("Tan"). NiteLine and Tan have solicited consumers to download viewer software over the Internet in order to view computer images. Beylen has provided telecommunications and other services to NiteLine and other "audiotext" entities that use telephone calls to provide information to, and collect money from, consumers.

The proposed consent order has been placed on the public record for sixty (60) days for reception of comments by interested persons. Comments received during this period will become part of the public record. After sixty (60) days, the Commission will again review the agreement and the comments received and will decide whether it should withdraw from the agreement or make final the agreement's proposed order.

This matter concerns allegations about the manner in which respondents solicited and billed consumers to use a software program to view adult images on the Internet. The Commission has issued a proposed draft complaint that sets forth the allegations to be resolved by the proposed administrative consent order. The draft complaint closely parallels the Commission's federal court complaint and amended complaint filed in *FTC v. Audiotex Connection, Inc.* CV-97 0726 (DRH) (E.D.N.Y. filed Feb. 13, 1997) against defendants allegedly engaged in activities similar or related to those of the respondents. The proposed draft complaint challenges three practices of the respondents. First, the draft complaint alleges that respondents NiteLine and Tan misrepresented that consumers could view adult images at no cost if consumers downloaded and used the respondents' purported "viewer" software. Second, the draft complaint alleges that respondents NiteLine and Tan failed to disclose or adequately disclose material aspects of the "viewer" program, including that the program would shut off a consumer's modem speakers, cut off the consumer's modem connection to his local Internet service provider, and automatically place an international telephone call from the consumer's modem to a remote Internet site. The draft complaint alleges that Beylen violated the law by